



Western Plains Gold Ltd

ABN 51 109 426 502

NOTICE OF 2006 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the second Annual General Meeting of the members of Western Plains Gold Ltd (the "Company") (proposed to be renamed Western Plains Resources Ltd) will be held at Level 2, The Menzies Hotel, 14 Carrington Street, Sydney on Tuesday, 14 November 2006 commencing at 4:30pm.

ORDINARY BUSINESS

- 1. To receive the accounts**
To receive the Reports of the Directors and Auditor's, and the Financial Report for the year ended 30 June 2006.
- 2. To elect a Director**
Mr Bob Richardson retires as a Director pursuant to the Company's Constitution and, being eligible, offers himself for re-election.
- 3. Adoption of Remuneration Report**
To adopt the Remuneration Report for the financial year ended 30 June 2006.
- 4. To transact any other business brought forward in accordance with the Company's Constitution.**

Further information in relation to these resolutions is set out in the Explanatory Notes below.

PROXIES

To be effective, proxy forms must be received by the Company's share registry, Registries Limited, at least 48 hours before the time for holding the meeting.

Hand Delivery:

Level 2
28 Margaret Street
Sydney, NSW, 2000

By Mail:

PO Box R67
Royal Exchange, Sydney, NSW, 2000

By Facsimile: (02) 9279 0664

A member entitled to attend and vote is entitled to appoint not more than two persons as his/her proxy to attend and vote instead of the member. A proxy need not be a member of the Company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. Unless under Power of Attorney (which should have been noted by the Company) a proxy form by a corporation should be executed under its common seal or in accordance with the Corporations Act.

Dated at Sydney this 9th day of October 2006.

BY ORDER OF THE BOARD

Heath L Roberts
Company Secretary

EXPLANATORY NOTES

These explanatory notes set out information in connection with the business to be considered at the Western Plains Gold Ltd 2006 Annual General Meeting.

ORDINARY BUSINESS

The following items of ordinary business will be considered at the meeting.

Resolution 1 Financial Report

This item of business relates to the receipt and adoption of the Company's Financial Report for the year ended 30 June 2006.

Resolution 2 Election of Director - Mr Bob Richardson

Mr Richardson was originally appointed a Director of the Company in November 2004. Under the Company's Constitution, Mr Richardson retires by rotation, and being eligible, wishes to stand for re-election.

Mr Richardson is a company director with 40 years experience in resource exploration, geophysics and exploration technology. During the last three years Mr Richardson has been a Director of PlatSearch NL, an ASX listed company and Crossland Uranium Mines Limited, an NSX listed company.

Resolution 3 Adoption of Remuneration Report

The Corporate Law Economic Reform Programme (Audit Reform and Corporate Disclosure Act 2004 (Cth)) (CLERP 9) requires that a resolution be put to the members to adopt the remuneration report as disclosed in the Directors' report. The vote on this resolution is advisory only and non-binding. The resolution gives the members the opportunity to ask questions or make comments concerning the remuneration report during the meeting.



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ABN 51 109 426 502

FORM OF PROXY

I/We

(Full name in block letters)

of

(Address)

being a member of Western Plains Gold Ltd hereby appoint:

Name

Address

or failing that person:

Name

Address

or failing that person, the Chairman of the meeting as my/our proxy/proxies to vote for me/us and on my/our behalf at the Annual General Meeting of this Company to be held at Level 2, The Menzies Hotel, 14 Carrington Street, Sydney NSW on Tuesday, 14 November 2006 commencing at 4:30pm and at any adjournment thereof.

Signature of shareholder (companies to execute
under seal or director's signature if applicable)

Dated this _____ day of _____ 2006

If you desire to direct your proxy/proxies how to vote, please insert **X** in the appropriate box. If you do not direct your proxy/proxies they may vote as they think fit or may abstain from voting.

| BUSINESS | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 – To receive the accounts | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 – To elect a Director - Mr Bob Richardson | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 – Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |